



Remuneration Committee Terms of Reference

November 2017

ACE Schools Multi Academy Trust

Constitution

- 1.1. The ACE Schools MAT Board of Trustees has resolved to establish a Remuneration Committee to advise the Board on matters relating to the Trust's staff and pay structures.
- 1.2. The Remuneration Committee is responsible to the Trust Board.
- 1.3. The Committee's Terms of Reference are agreed and adopted by the Board and can only be amended with the approval of the Board.

Membership

- 2.1 The Committee will consist of 3 Trustees who will be appointed by the Board.
- 2.2 The members of the Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Board. The Board to review Committee membership on an annual basis at the start of the academic year.
- 2.3 The Committee will appoint a Chair and Vice Chair.
- 2.4 Any other members of staff or external professionals will be invited to attend the relevant meeting as required.

Meetings

- 3.1 The Committee will meet on an ad-hoc basis at the request of one if its members or the Trust Board. Any meeting is likely to address a specific issue that has arisen.
- 3.2 The quorum shall be 2 Trustees.
- 3.3 The administration of meetings will be managed by the Clerk to the Trustees.
- 3.4 In addition to voting in person at a meeting Trustees are able to vote on matters via e-mail to the Clerk to the Trustees (ahead of the meeting) or via video / telephone conferencing during the meeting.

Authority

- 4.1 The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation.
- 4.2 The Committee is authorised to investigate any activity within its term of reference or specifically delegated to it by the Board.
- 4.3 The Committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the Chair of the Trust Board.

Main Duties

The main duties of the Remuneration Committee are as follows:

- 5.1 To recruit, appoint and set the remuneration of the CEO and Executive Team of the Trust.
- 5.2 To hold oversight of the pay and terms and conditions of service of all employees in the Trust.
- 5.3 To review and recommend to the Board any significant changes to staffing structures within the Trust, its Academies or subsidiaries.

Detailed Responsibilities – Executive Team

The Remuneration Committee shall consider and advise the Trust Board on the following specific matters:

- 6.1 The recruitment and appointment of the CEO and Executive Team of the Trust.
- 6.2 The setting of remuneration for the Executive Team based on performance and benchmarked against other similar Trusts within the sector.
- 6.3 Involvement in the recruitment and appointment of other senior roles in Academies and subsidiaries, as required.

Detailed Responsibilities – Pay & Conditions

The Remuneration Committee shall consider and advise the Trust Board on the following specific matters:

- 7.1 To review and advise the Board on any changes to the pay and terms and conditions of service of all employees in the Trust.
- 7.2 To review and advise the Board on pay policy and annual pay progression.

Detailed Responsibilities – Staffing Structures

The Remuneration Committee shall consider and advise the Trust Board on the following specific matters:

- 8.1 To review and advise the Board on any significant changes to staffing structures within the Trust, its Academies or subsidiaries.
- 8.2 To approve the Business Plan for any significant restructures that are likely to involve redundancies (voluntary or statutory) and associated costs or have the potential risk of future costs associated with employment tribunals or legal action.
- 8.3 To agree individual voluntary redundancy, statutory redundancy and other payments (settlement agreements, payments in lieu of notice, etc.) up to a maximum of £30,000 per individual agreement.